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Telecom Digital Holdings Limited

電訊數碼控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8336)

PROPOSALS FOR RE-DESIGNATION OF NON-EXECUTIVE DIRECTORS AS EXECUTIVE DIRECTORS AND APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The board (the "Board") of directors (the "Directors") of Telecom Digital Holdings Limited (the "Company") proposes the following board changes (the "Proposed Board Changes") for approval by the shareholders of the Company (the "Shareholders") at the forthcoming annual general meeting of the Company (the "Annual General Meeting") to be held on 8 September 2015:

- (1) re-designation of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby, currently non-executive Directors, as executive Directors; and
- (2) appointment of Mr. Cheung King Fung Sunny, currently an executive Director, as the chief executive officer of the Company.

Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny have been serving on the Board for more than 12 years since 2002. Going forward, Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby will devote more time and increase their commitment and involvement in the day-to-day operations of the Company and its subsidiaries (collectively, the "Group") whereas Mr. Cheung King Fung Sunny will concentrate on exploring and developing new business opportunities and fostering business relations with the Group's existing and potential customers. Accordingly, the Proposed Board Changes will be valuable and beneficial to the Company and the Group as a whole.

Mr. Cheung King Shan, aged 56, was appointed as a Director on 29 November 2002 and was re-designated as a non-executive Director on 21 March 2014. Mr. Cheung King Shan is responsible for advising on sales and marketing and apps writing in relation to the Group's information broadcasting services. He joined the Group in 1985 and was responsible for the overall planning and formulation of the marketing and sales strategies in line with its sales and corporate targets, and played a major role in the growth of the sales volume and customer base before being re-designated as a non-executive Director. He is also a director of certain subsidiaries of the Company. Mr. Cheung King Shan graduated from the Carleton University

in Ottawa, Canada with a bachelor's degree in art in November 1983. He is a committee member of the Chinese People's Political Consultative Conference of Dongguan City. Mr. Cheung King Shan is the younger brother of Mr. Cheung King Shek (chairman and executive Director), and the elder brother of Mr. Cheung King Chuen Bobby (non-executive Director) and Mr. Cheung King Fung Sunny (executive Director). Mr. Cheung King Shan has been a non-executive director of Telecom Service One Holdings Limited ("TSO Holdings", stock code: 8145, a company listed on the Growth Enterprise Market of the Stock Exchange ("GEM")) since August 2012. Mr. Cheung King Shan is a director of CKK Investment Limited ("CKK Investment") which has disclosure interests in the Company under the provisions of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO").

Mr. Cheung King Chuen Bobby, aged 56, was appointed as a Director on 29 November 2002 and was re-designated as a non-executive Director on 21 March 2014. Mr. Cheung King Chuen Bobby is responsible for advising on administration, human resources and special and ad hoc projects. Mr. Cheung King Chuen Bobby joined the Group in 1985 and was responsible for the formulation and implementation of its administrative policies as well as overseeing its administrative operation in human resources, legal and administration, property management and PRC projects before being re-designated as a non-executive Director. He is also a director of certain subsidiaries of the Company. Mr. Cheung King Chuen Bobby obtained a bachelor degree in art in urban planning studies and a postgraduate diploma in urban planning implementation from the University of Westminster in London in 1983 and 1984 respectively. Mr. Cheung King Chuen Bobby is a committee member of the Chinese People's Political Consultative Conference of Swatow City, and an honorary citizen of Swatow City. Mr. Cheung King Chuen Bobby is the younger brother of Mr. Cheung King Shek (chairman and executive Director) and Mr. Cheung King Shan (non-executive Director), and the elder brother of Mr. Cheung King Fung Sunny (executive Director). Mr. Cheung King Chuen Bobby has been a non-executive director of TSO Holdings since August 2012. Mr. Cheung King Chuen Bobby is a director of CKK Investment which has disclosure interests in the Company under the provisions of the SFO.

Subject to the Shareholders' approval of their re-designation as executive Directors at the Annual General Meeting, the existing appointment letter between each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby and the Company will be terminated, and a new service agreement with the Company for an initial term commencing from 8 September 2015 (date of Annual General Meeting) to 29 May 2017 will be entered into by each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby with the Company which shall be terminated in accordance with the provisions of the service agreement by either party giving to the other not less than three months' prior notice in writing, subject to the provisions on retirement by rotation as set out in the Articles of Association. Each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby is entitled to a remuneration of HK\$1,584,000 per annum and may receive a discretionary bonus subject to the approval by the remuneration committee of the Company and the Board. Their remuneration and discretionary bonus are determined with reference to salaries paid by comparable companies, time commitment and the performance of the Group.

Mr. Cheung King Fung Sunny, aged 47, was appointed as a Director on 29 November 2002 and re-designated as an executive Director on 21 March 2014. Mr. Cheung King Fung Sunny joined the Group in 1990 and is primarily responsible for overseeing the financial management of the Group. He is also a director of certain subsidiaries of the Company. Mr. Cheung King Fung Sunny graduated from the University of Western Ontario in Canada with a bachelor's degree in administrative and commercial studies in October 1990. He is a committee member of the Chinese People's Political Consultative Conference of Guangzhou City. Mr. Cheung King Fung Sunny is the younger brother of Mr. Cheung King Shek (chairman and executive Director), Mr. Cheung King Shan (non-executive Director) and Mr. Cheung King Chuen Bobby (non-executive Director). Mr. Cheung King Fung Sunny has been an executive director of TSO Holdings since August 2012, and was appointed as its chief executive officer on 11 August 2014. Mr. Cheung King Fung Sunny is a director of CKK Investment which has disclosure interests in the Company under the provisions of the SFO.

Mr. Cheung King Fung Sunny's existing service agreement with the Company will remain unchanged, i.e. for an initial term of three years commencing from 30 May 2014 (date of listing) which shall be terminated in accordance with the provisions of the service agreement by either party giving to the other not less than three months' prior notice in writing, subject to the provisions on retirement by rotation as set out in the Articles of Association. Mr. Cheung King Fung Sunny is entitled to a remuneration of HK\$1,584,000 per annum and may receive a discretionary bonus subject to the approval by the remuneration committee of the Company and the Board. His remuneration and discretionary bonus are determined with reference to salaries paid by comparable companies, time commitment and the performance of the Group.

As at the date of this announcement, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny are interested in the shares of the Company (the "Shares") as disclosed below:

The Company

Long Position:

Name of Directors	Nature of interest	Number of issued ordinary Shares held	Percentage of the number of Shares in issue
Mr. Cheung King Shan	Beneficial owner	20,000,000	5%
	Beneficiary of a trust ^{Note}	220,000,000	55%
Mr. Cheung King Chuen Bobby	Beneficial owner	20,000,000	5%
	Beneficiary of a trust ^{Note}	220,000,000	55%
Mr. Cheung King Fung Sunny	Beneficial owner	20,000,000	5%
	Beneficiary of a trust ^{Note}	220,000,000	55%

Note:

The 220,000,000 Shares representing 55% of the number of Shares in issue are held by CKK Investment. CKK Investment is wholly-owned by Amazing Gain Limited ("Amazing Gain"). The sole shareholder of Amazing Gain is Asia Square Holdings Limited, which holds the shares in Amazing Gain as nominee for J. Safra Sarasin Trust Company (Singapore) Limited (trustee of the Cheung Family Trust). The Cheung Family Trust is a discretionary trust, the discretionary objects of which include Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny. Each of Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny is deemed to be interested in the Shares held by the Cheung Family Trust under the SFO.

Save as disclosed above, each of Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny (i) has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years as well as other major appointments and professional qualifications, (ii) does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company, (iii) does not have any interests in the Shares, underlying shares or debentures of the Company (within the meaning of Part XV of the SFO), and there are no other matters concerning the Proposed Board Changes that need to be brought to the attention of the shareholders of the Company nor is there any information need to be disclosed pursuant to the requirements of Rule 17.50(2) of the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”).

A circular containing, *inter alia*, further details of the Proposed Board Changes together with the notice convening the Annual General Meeting will be despatched to the Shareholders on or around 30 June 2015.

By order of the Board
Telecom Digital Holdings Limited
Cheung King Shek
Chairman

Hong Kong, 23 June 2015

As at the date of this announcement, the executive Directors are Mr. Cheung King Shek, Mr. Cheung King Fung Sunny, Ms. Mok Ngan Chu and Mr. Wong Wai Man; the non-executive Directors are Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby; and the independent non-executive Directors are Mr. Hui Ying Bun, Mr. Ho Nai Man Paul and Mr. Lam Yu Lung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page on the GEM website at www.hkgem.com for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.tdhl.cc.